

DEPARTMENT OF CONSUMER AND EMPLOYMENT PROTECTION

ASSOCIATIONS INCORPORATION ACT, 1987

RULES OF ASSOCIATION

December 1996, Amended September 2014

Name of Association

1. The name of the Association is

AUSTRALIAN ASSOCIATION FOR INFANT MENTAL HEALTH

WEST AUSTRALIAN BRANCH INCORPORATED

Definitions

2.

In these rules, unless the contrary intention appears –

“Act” means the *Associations Incorporation Act (1987)* Western Australia;

“Association” means the association referred to in rule 1;

“Committee” means the Committee of Management of the Association referred to in rule 10 (1);

“Committee Meeting” means meeting referred to in rule 15(1);

“Committee Member” means person referred to in paragraph (a), (b), (c) (d) (e) or (f) of rule 10 (1);

“Financial Year” has the meaning given by section 3 (1) of the Act, a reference in that section to-

(a) “an incorporated association” or “the association” being construed as a reference to the Association; and

(b) “the Committee” being construed as a reference to the Committee;

“General Meeting” means convened under rule 16;

“Member” means a member of the Association;

“National Association” means the Australian Association for Infant and Mental Health Incorporated;

“National Committee” means the committee for the National Association;

“National Secretary” means the Secretary for the National Committee;

“National Treasurer” means the Treasurer for the National Committee;

“Ordinary Resolution” means resolution other than a Special Resolution;

“President” means-

(a) in relation to the proceedings at a Committee Meeting or General Meeting the person presiding at the Committee Meeting or General Meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10(1) (a) or, if that person is unable to perform his or her functions, the Vice President;

“Register of Members” means a list of all current members of the Association;

“Special Resolution” has the meaning given by section 24 of the Act;

“Secretary” means the Secretary referred to in rule 10(1) (c);

“Treasurer” means the Treasurer referred to in rule 10(1) (e);

“Vice-President” means the Vice-President referred to in rule 10(1) (b)

Objects of Association

3. (1) The objects of the Association are-

- a) to improve professional and public recognition that infancy is a critical period in psycho-social development;
- b) to provide a forum for multi-disciplinary interaction and cooperation;
- c) to provide members with access to the latest research findings and observations on development in infancy;
- d) to facilitate the integration of the latest research findings into clinical practice and community life;
- e) to work for the improvement of the mental health and development of all infants and families by provision of educational programmes; and
- f) to provide where possible reports and submissions to Governments, other Authorities, organisations and individuals on matters relating to infant and family health and welfare.
- g) such other objects as the Association shall approve by Special Resolution at a General Meeting;

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

Powers of Association

4. The powers conferred on the Association by section 13 of the Act are subject to the following additions, exclusions or modifications-

Nil.

Qualifications for membership of Association

5. (1) Membership of the Association is open to –

- (a) A person who has applied for membership of the Association as provided by subrule (2) and has been approved for membership of the Association by the Committee of the Association; and
- (b) A person who is a foundation member.

(2) A person who wishes to become a Member shall apply for membership to the Committee in such form as the Committee from time to time directs.

(3) The Committee Members shall consider each application made under this rule 5 and shall accept or reject that application, with the outcome of the application being minuted at the subsequent committee meeting.

Register of members of Association

6. (1) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.

(2) The Secretary shall cause the name of a person who dies or who ceases to be a Member under rules 7(3), 8(1) or 9 to be deleted from the Register of Members referred to in subrule (1).

Subscriptions of members of Association

7. (1) A Member shall, upon application to membership, pay to the National Treasurer an application fee as may be determined from time to time by the National Committee.
- (2) Each Member shall pay to the National Treasurer, annually on 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under subrule (1).
- (3) Subject to subrule (4), a Member whose subscription is not paid within 3 months after the relevant date fixed by or under subrule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A Member is a financial Member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereafter.
- (5) The National Treasurer will regularly forward to the Treasurer an amount of each member's annual subscription, such amount to be determined annually by the National Committee.
- (6) If an application for membership is rejected by Committee, the application fee paid in accordance with rule 7(1) will be refunded.

Resignation of membership of the Association

8. (1) A Member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee Member ceases on that delivery to be a member.
- (2) A person who ceases to be a Member under subrule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

Expulsion of members of Association

9. (1) If the Committee considers that a Member should be expelled from membership of the Association because of his or her conduct detrimental to the interest of the Association the Committee shall communicate, either orally or in writing, to the member-
 - (a) notice of the proposed expulsion and of the time, date and place of the Committee Meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct,not less than 30 days before the date of the Committee Meeting referred to in paragraph (a).
- (2) At the Committee Meeting referred to in a notice communicated under subrule (1), the Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that Member from membership of the Association and shall, forthwith after deciding whether or not so to expel that Member, communicate that decision in writing to that Member.
- (3) Subject to subrule (5), a Member who is expelled under subrule (2) from membership of the Association ceases to be a Member fourteen (14) days after the day on which the decision so to expel him or her is communicated to him or her under subrule (2)
- (4) A Member who is expelled under subrule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of fourteen (14) days referred to in subrule (3).
- (5) When notice is given under subrule (4)-
 - (a) the Association in a General Meeting may, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting, confirm or set aside the decision of the Committee to expel that Member; and
 - (b) the Member who gave that notice does not cease to be a Member unless and until the decision of the Committee to expel him or her is confirmed under this subrule.

Committee of Management

10. (1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of-
- (a) a President;
 - (b) a Vice-President;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) not less than four (4) other persons; and
 - (f) not more than fourteen (14) persons in total,
- all of whom shall be members of the Association elected to membership of that Committee at an annual general meeting or appointed under subrule (9).
- (2) At the commencement of the first annual general meeting to be held after the incorporation of the Association under Act-
- (a) if the Committee consists of an even number of Members, half of that number which half; or
 - (b) if the Committee consists of an odd number of members, the integral number of Members nearest to, and exceeding, half of that odd number, the Members comprised in which integral number,
- shall be chosen by ballot, shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.
- (3) At the commencement of each successive annual general meeting after the annual general meeting referred to in subrule (2), those Committee members chosen by ballot shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.
- (4) Subject to subrule (5), a person is not eligible for election to membership of the Committee unless a Member has nominated him for election by delivering notice in writing of that nomination, signed by-
- (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election,
- to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
- (5) Subrules (4) and (7) do not apply to or in relation to a person who is eligible for re-election under subrule (2) or (3).
- (6) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned-
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (7) The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all Members when notice is given to those Members of the calling of the annual general meeting at which that election is to be held.
- (8) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
- (a) the Secretary shall report accordingly to; and
 - (b) the President shall declare those persons to be duly elected as members of the Committee at,
- the annual general meeting concerned.

- (9) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee –
- (a) the Committee may appoint a Member to fill that vacancy; and
 - (b) a Member appointed under this subrule shall-
 - (i) hold office until the commencement of; and
 - (ii) be eligible for election to membership of the Committee at the next following annual general meeting.
- (10) The Committee may delegate, in writing, to one or more sub-committees (consisting of such Member or Members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- (11) Any delegation under subrule (10) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (12) The Committee may, in writing, revoke wholly or in part any delegation under subrule (9).
- (13) A Committee Member cannot serve as President for more than two (2) consecutive years, unless the Committee decides otherwise through a Special Resolution.

President and Vice-President

11. (1) Subject to this rule, the President must preside at all General Meetings and Committee Meetings.
- (2) In the event of the absence from a General Meeting of-
- (a) the President;
 - (b) the Vice-President; or
 - (c) both the President and the Vice-President,
- a Member elected by the other Members present at the General Meeting must preside at the General Meeting.
- (3) In the event of the absence from a Committee Meeting of-
- (a) the President;
 - (b) the Vice-President; or
 - (c) both the President and the Vice-President,
- a Committee Member elected by the other Committee Members present at the Committee Meeting must preside at the Committee Meeting.
- (4) The President also acts as the spokesperson for the Association and leads advocacy initiatives for Members and infants.

Secretary

12. The Secretary must-
- (a) co-ordinate the important correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
 - (c) comply on behalf of the Association with-
 - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6;

- (i) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a Member of the Association, must make available those rules for the inspection of the Member and the Member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
- (ii) section 29 of the Act by maintaining a record of -
 - (A) the names and electronic, residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons whom constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
 and the Secretary must, upon the request of a Member of the Association, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer;
- (e) communicate information to Members when requested by the Committee; and
- (f) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

13. The Treasurer must-

- (a) be responsible for the receipt of all monies paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those monies in the name of the Association;
- (b) pay all monies referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques or bank payment forms are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as a correct record that explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited when requested by the Committee; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year.
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

- (f) unless the Members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

Casual vacancies in membership of Committee

14. A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee Member is the President, to the Vice-President;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Committee meetings without good reason and without prior permission from the Committee; or
 - (ii) 3 Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
- (f) ceases to be a Member of the Association.

Proceedings of Committee

- 15.**
- (1) The Committee shall meet together for the dispatch of business at least bi-monthly and the President may at any time convene a meeting of the Committee.
 - (2) Each Committee Member has a deliberative vote.
 - (3) A question arising at a Committee Meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee Meeting shall have a casting vote in addition to his or her deliberative vote.
 - (4) At a Committee meeting three (3) Committee Members constitute a quorum.
 - (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
 - (6) A Committee Member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

General meetings

16. (1) The Committee-

- (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
 - (c) shall, within 30 days of-
 - (i) receiving a request in writing to do so from not less than five (5) Members, convene a special general meeting for the purpose specified in that request ; or
 - (ii) the Secretary receiving a notice under rule 9 (4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The Members making a request referred to in subrule (1) (c) (i) shall -

- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
- (a) in subrule (1) (c) (i), the Members who made the request concerned may themselves convene a special general meeting as if they were the Committee, or
 - (b) in subrule (1) (c) (ii), the Member who gave the notice concerned may himself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under subrule (3) (a) or (b)-
- (a) the Committee shall ensure that the Members or Member convening the special general meeting are supplied free of charge with particulars of all Members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give to all members not less than fourteen (14) days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify-
- (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is-
- (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, the election of Committee Members to replace outgoing Committee Members; and
 - (c) third, any other business requiring consideration by the Association in a General Meeting.
- (8) The Secretary shall give to all Members not less than 21 days notice of a General Meeting at which a Special Resolution is to be proposed and of any other motions to be moved at that General Meeting.
- (9) The Secretary may give a notice under subrule (5) or (8) by-
- (a) serving it on a Member personally;
 - (b) sending it by post to a Member at the address of the Member appearing in the register of members kept and maintained under section 27 of the Act; or
 - (c) sending it by email to a Member at the address of the Member appearing in the register of members kept and maintained under section 27 of the Act unless,
 - (i) a Member had specifically requested not to be notified by email,
 - (ii) a Member has not provided an email address, or
 - (iii) a Member is known not to receive emails sent to their email address.
- (10) When a notice is sent by post under subrule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
- (11) When a notice is sent by email under subrule (9)(c) the sending of the notice shall be deemed to be properly effected if:
- (a) the notice is sufficiently addressed, and
 - (b) the Secretary has not received an email stating that the email containing the notice was unable to be delivered.

Quorum and proceedings at general meetings

17. (1) At a General Meeting five (5) Members present in person (being Members entitled under these rules to vote at a general meeting) or by proxy constitute a quorum for the transaction of business of a General Meeting convened by the Committee.
- (2) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under rule 16(5) or (8)-
 - (a) as a result of a request or notice referred to in rule 16(1) (c) or as a result of action taken under rule 16(3) a quorum is not present, the General Meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by subrule (2) (b) for the resumption of an adjourned general meeting quorum is not present, the meeting shall be dissolved.
- (4) The President may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting; adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (6) When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 16 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- (7) At a General Meeting -
 - (a) an Ordinary Resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) a Special Resolution put to the vote shall be decided in accordance with section 24 or the Act.
- (8) A declaration by the President at a General Meeting that a resolution has been passed as an Ordinary Resolution there at shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).
- (9) At a General Meeting, a poll may be demanded by the President at the General Meeting or by three (3) or more Members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.
- (10) If a poll is demanded and taken under subrule (9) in respect of an Ordinary Resolution, a declaration by the President of the result of the poll is evidenced of the matter so declared.
- (11) A poll demanded under subrule (9) on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

Minutes of meetings of Association

18. (1) The Secretary must cause proper minutes of all proceedings of all General Meeting and Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President must ensure that the minutes taken of a General Meeting or Committee Meeting under subrule (1) are checked and signed as correct by the President of the general meeting or Committee meeting to which those minutes relate or by the President of the next succeeding general General Meeting or Committee Meeting, as the case requires.
- (3) If the minutes are found not to be correct, the Committee will resolve this at the subsequent meeting by noting the errors, and corrections on a copy of the previous minutes.

- (4) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (a) the General Meeting or Committee Meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

19. (1) Subject to these rules, each Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- (2) A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular General Meeting or at all General Meetings.
- (3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-
 - (a) which resolution is authenticated under the common seal of that body corporate; and
 - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under sub-rule (2) to represent a Member which is a body corporate is deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

20. A Member (in this rule called "the appointing member") may appoint in writing another Member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any General Meeting.

Rules of Association

21. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- (2) These rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Association

22. (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 188.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records, etc. of Association

23. A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association upon request.

Distribution of surplus property on winding up of Association

24. If upon the winding up or dissolution of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed-

- (a) To another association incorporated under the Act; or
- (b) For charitable purposes.

Which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

By-laws

25. (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

(2) The by-laws may be set aside by a vote of Members at a General Meeting of the Association.

Insurance

26. The Association shall effect, or cause to be effected, such insurance as is appropriate for its purposes.